



UMS./EXS./018-17

September 7, 2017

Subject The Information of the connected transaction on receiving financial assistance
(Additional Information)

To President
The Stock Exchange of Thailand

Attachment Information concerning the connected transaction regarding the receiving of financial assistance of Unique Mining Services Public Company Limited

According to the Board of Director Meeting No. 4/2017 of Unique Mining Services Public Company Limited (“UMS” or “Company”) which held on September 7, 2017 had resolved matters as below:

1. Approved the propose to shareholder meeting regarding the connected transaction of receiving financial assistance from connected person, Thoresen Thai Agencies Public Company Limited (TTA) with total amount of Thai baht up to 1,000 million in order to use as working capital. The details are as follows:
 - 1.1 Approved the extension of drawdown period amounting of Thai baht 570 million as details following:
 - 1.1.1 Financial borrowing amount of Thai baht 475 million were Promissory Note (P/N); At call, interest rate of 4.60% p.a. The company has intention to extend drawdown period which will expire on September 30, 2017 to be no specific expiry date
 - 1.1.2 Financial borrowing amount of Thai baht 95 million were Promissory Note (P/N) ; At call, interest rate of 4.70% p.a. The company has intention to extend drawdown period which will expire on September 30,2017 to be no specific expiry date
 - 1.2 Approved the additional financial borrowing amount of Thai baht up to 430 million.
The additional financial borrowing amount of Thai baht up to 430 million, no specific expiry date, and drawdown by Promissory Note (P/N); At call. However, this loan amount is subject to TTA approval.

The Company has right to pay to TTA if the company has sufficient liquidity or TTA call to repay.

- 2 According to the connected transaction regarding the receiving of financial assistance from TTA, The Company had resolved an appointment the Independent Financial Advisor (“IFA”), Wealthiest BCA Company Limited, present the opinion to the board of directors and shareholders.

- 3 Schedule the Extraordinary General Meeting of Shareholders no.1/2017 on October 19, 2017 at 2.00 p.m. at Orakarn Building, 5th Floor Persian-Gulf of Thailand room, Soi Chidlom, Ploenchit Road, Lumpinee, Pathumwan, Bangkok 10330 with the following agenda:

 - Agenda 1** : To consider and certify the Minutes of the Annual General Shareholders’ Meeting which held on April 25, 2017
 - Agenda 2** : To consider and approve / ratify the extension of drawdown period of loan from Thoresen Thai Agencies Public Company Limited (“TTA”).
 - Agenda 3** : To consider and approve the additional financial borrowing from Thoresen Thai Agencies Public Company Limited (“TTA”).
 - Agenda 4** : To consider other matters (if any)

- 4 Determined the record date is on September 21, 2017 and the shareholder register book closing date is on September 22, 2017 which shareholders who have the right to attend the EGM. No.1/2017 on October 19, 2017.

Please be informed accordingly

Yours faithfully

Mr. Teerapol Kampa
Acting Chief Executive Officer /
Chief Financial Officer

Information concerning the connected transaction regarding the receiving of financial assistance

According to the Board of Director Meeting of Unique Mining Services Public Company Limited (“UMS” or “Company”) had resolved to approve the connected transaction regarding the receiving of financial assistance from connected person which has the details of transaction as below:

1. Date of transaction.

According to the shareholder’s meeting no.1/2015, which held on September 25, 2015, approved the connected transaction regarding the loan received from Thoresen Thai Agencies Public Company Limited (“TTA”). According to the financial borrowing amount of Thai baht 570 million will expire on September 30, 2017. The resolution of the Board of Directors’ meeting , which held on September 7 , 2017, approved the extension drawdown period amounting of Thai baht 570 million in order to supporting working capital of the company. In addition, the resolution of the Board of Directors’ meeting approved the additional financial borrowing amount of Thai baht up to 430 million. Therefore, the company has total financial borrowing amount of Thai baht up to 1,000 million. As a result, the resolution of the Board of Directors’ Meeting no.4/2017 , which held on September 7, 2017, approved and propose to shareholder’s meeting to consider and approve the transaction as details as follow :

1.1 To consider and approve the extension of drawdown period amounting of Thai baht 570 million as details following:

- 1.1.1 Financial borrowing amount of Thai baht 475 million were Promissory Note (P/N); At call, interest rate of 4.60% p.a. The company has intention to extend drawdown period which will expire on September 30, 2017 to be no specific expiry date
- 1.1.2 Financial borrowing with totally amount of Thai baht 95 million were Promissory Note (P/N); At call, interest rate of 4.70% p.a. The company has intention to extend drawdown period which will expire on September 30, 2017 to be no specific expiry date

1.2 To consider and approved the additional financial borrowing amount of Thai baht up to 430 million.

The additional financial borrowing amount of Thai baht up to 430 million, no specific expiry date, and drawdown by Promissory Note (P/N) ; At call. However, this loan amount is subject to TTA approval.

2. Nature of transaction.

2.1 The receiving financial assistance from Thoresen Thai Agencies Public Company Limited (“TTA”) has total amount of Thai baht up to 1,000 million without pledge, and drawdown by Promissory note (P/N); At call, in order to supporting working capital in the future.

2.2 Interest rate : Not exceed 5.00% p.a. , Interest paid monthly basis.

2.3 Drawdown period : No specific expiry date.

The Company has right to pay to TTA if the company has sufficient liquidity or TTA call to repay.

3. Total value of transaction.

3.1 Calculate the total value of interest of transaction.

Total value of interest pay to TTA for 1 year with financial borrowing amount of Thai baht up to 1,000 million.

<u>Financial amount</u>	<u>Calculation</u>	<u>Interest</u>
475,000,000	475,000,000 X 4.60%	21,850,000
95,000,000	95,000,000 X 4.70%	4,465,000
<u>430,000,000</u>	430,000,000 X 5.00%	<u>21,500,000</u>
<u>1,000,000,000</u>		<u>47,815,000</u>

The value of interest estimate to Thai baht 47.82 million

3.2 Size of transaction

$$\begin{aligned}
 \text{Size of the transaction} &= \text{Value of Interest} / \text{NTA} \times 100 \\
 &= 47,815,000 / 74,789,411^* \times 100 \\
 &= 63.93\%
 \end{aligned}$$

* NTA calculate from financial statement audited as at June 30, 2017.

4. Related Parties.

	Company
Lender	Thoresen Thai Agencies Public Company Limited (“TTA”).
Borrower	Unique Mining Services Public Company Limited (“UMS”).
Related Company	TTA as the major shareholder of Athene Holdings Company Limited, Which Athene Holdings Company Limited is the major shareholder of UMS

5. Scope of Connected Parties.

Proportion of Shareholding	Athene	UMS
Thoresen Thai Agencies Plc.	99.99%	-
Athene Holdings Co.,Ltd.	-	90.11%

- Thoresen Thai Agencies Public Company Limited is major shareholder of Athene Holdings Company Limited, proportion of 99.99%, who is major shareholder of Unique Mining Services Public Company Limited, proportion of 90.11%.
- Mr. Chalermchai Mahagitsiri is a director of Thoresen Thai Agencies Public Company Limited and a director of Unique Mining Services Public Company Limited.
- Mr. Teerapol Kampa who is representative of the major shareholders (TTA).
- Mr. Dome Liewlomviboon who is representative of the major shareholders (TTA).

6. Attendance and vote of the Board of Director meeting.

Mr. Chalermchai Mahagitsiri, the director of the stakeholders, did not vote this agenda which was the connected transaction together with two of directors; Mr. Teerapol Kampa and Mr. Dome Liewlomviboon who are representatives of the major shareholders (TTA).

7. Transaction details.

The values of transaction estimate to Thai baht 47.82 million per year or equivalent to 63.93% of NTA as at June 30, 2017. In addition, The company borrows money from Athene holding Company Limited which is also related transaction. However, if the company combine the connected transactions of receiving financial assistance from connected person within 6 months ago including loan received from Athene holding Company Limited, which had value of Thai baht 1 million or equivalent to 1.12% of NTA as at March 31, 2017. As a result, the connected transactions of receiving financial assistance from connected person equivalent to 65.05 of NTA.

Therefore, The size of connected transaction is more than Thai baht 20 million and more than 3% of NTA which is considered as a connected transaction according to the Notification of the Stock Exchange of Thailand under the category of financial assistance. Therefore, this transaction is required to seek for an approval from the Board of Director and disclose the information of transaction to the Stock Exchange of Thailand and require to seek approval from shareholders and be passed with no less than three-fourths of the total votes of shareholders attending the meeting and having voting rights, excluding interested shareholders' equity. In addition, the Company is obliged to appoint an Independent Financial Advisor to give opinions regarding the Transaction and prepare a report.

8. The Committee's opinion about the transaction

The Board of Directors considered and has opinions this transaction is reasonable and beneficial to UMS because UMS will utilize the fund for its working capital, improve the Company's liquidity. The interest rate charged by TTA is lower than the market interest rate (MLR = 6.25%) and this interest rate is also lower than the rate that UMS borrows from other financial institutions (Interest rate = 5.75%). Moreover, the Company doesn't need to use the assets as the collateral and no fee charged by TTA regarding the borrowing of money.

9. Different opinions from Audit Committee and / or Directors of the Company

- None -

Please be informed accordingly

Yours faithfully

(Mr. Teerapol Kampa)

Acting Chief Executive Officer /

Chief Financial Officer